

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**SEARS HOLDINGS CORPORATION, *et al.*,**

**Debtors.<sup>1</sup>**

: Chapter 11  
:  
: Case No. 18-23538 (RDD)  
:  
: (Jointly Administered)  
:

**DECLARATION OF DISINTERESTEDNESS OF  
JOSEPH L. STEINFELD, JR. IN SUPPORT OF EMPLOYMENT OF ASK LLP**

Under 28 U.S.C. § 1746, I, Joseph L. Steinfeld, Jr., declare as follows under the penalty of perjury:

1. I am an attorney admitted to practice in the States of Minnesota, Virginia and the District of Columbia, as well as admitted to the Supreme Court of the United States, the U.S. Courts of Appeals for the D.C., First, Second, Third, Fourth, Sixth, Seventh, Eighth, Ninth and Eleventh Circuits, the U.S. District Courts for the District of Columbia, Maryland, Minnesota, and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

the Eastern and Western Districts of Virginia.

2. I am a managing partner of the firm ASK LLP (“ASK”), which maintains offices at 151 West 46<sup>th</sup> Street, New York, New York 10036 and 2600 Eagan Woods Dr., Ste. 400, St. Paul, Minnesota, 55121. There are no disciplinary proceedings pending against me.

3. I am familiar with the matters set forth herein and make this declaration of disinterestedness (the “Declaration”) in support of the employment of ASK.

4. On October 24, 2018, pursuant to section 1102 of title 11 of the United States Code (the “Bankruptcy Code”), the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Creditors’ Committee [ECF No. 276]. The Creditors’ Committee currently comprises: (i) Brixmor Operating Partnership, L.P.; (ii) Computershare Trust Company, N.A., as indenture trustee; (iii) Oswaldo Cruz; (iv) Pension Benefit Guaranty Corporation; (v) Simon Property Group L.P.; (vi) The Bank of New York Mellon Trust Company, N.A., as indenture trustee; and (vii) Winiadaewoo Electronics America, Inc.

5. On July 6, 2019, the Debtors filed an application for the retention of ASK as special avoidance action counsel to pursue causes of action under chapter 5 of the Bankruptcy Code on behalf of the Debtors’ estates. [ECF No. 4136]. I provided a declaration for ASK’s retention in the application and, given the limited scope of ASK’s engagement, conducted a preliminary and focused conflicts search of 1) the avoidance action targets and 2) each Debtor entity. The Court entered the order authorizing ASK’s employment as special avoidance counsel on June 27, 2019 [ECF No. 4373]. Pursuant to the order authorizing ASK’s employment, ASK is paid on a contingency fee only on recoveries obtained.

6. On October 1, 2019, the Debtors filed the *Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* [ECF No. 5393] (the “Plan”).

7. On October 15, 2019, the Court entered the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* [ECF No. 5370] (the “Confirmation Order”),<sup>2</sup> which, among other things, granted the Creditors’ Committee joint standing with the Debtors to prosecute the Jointly Asserted Causes of Action, subject to the oversight of the Litigation Designees, which designees shall become the initial members of the Liquidating Trust Board upon the effective date of the Plan.<sup>3</sup> The Confirmation Order also provided that, upon the effective date of the plan, the Liquidating Trust Assets, which include causes of action under chapter 5 of the Bankruptcy Code, shall vest in the Liquidating Trust.<sup>4</sup>

8. The Litigation Designees have requested that ASK provide legal services to the Litigation Designees in connection with the prosecution of the Jointly Asserted Causes of Action. The Litigation Designees’ request is in accordance with the Confirmation Order, which provides that “without further order of this Court, the Litigation Designees may retain such additional professionals or consultants (including attorneys, accountants, appraisers, financial advisors, expert witnesses or other parties determined by the Initial Litigation Designees to have qualifications necessary or desirable to assist in the investigation, prosecution, and/or settlement of the Jointly Asserted Causes of Action) (collectively with Akin Gump, the ‘Litigation Professionals’).”<sup>5</sup>

9. I am not, nor is ASK, an insider of the Debtors. Except as set forth below, neither ASK nor I directly hold any claim, debt or equity security of the Debtors.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan or the Confirmation Order, as applicable.

<sup>3</sup> Confirmation Order ¶¶ 17-18.

<sup>4</sup> Plan, Sec. 10.3.

<sup>5</sup> Confirmation Order ¶ 22.

10. To the best of my knowledge and information, no partner or employee of ASK has been, within two years from the Petition Date, a director, officer or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

11. ASK does not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

12. ASK currently represents the Debtors' estates in the limited capacity as special avoidance action counsel outlined above. This representation is limited to pursuing the avoidance actions that will become Litigation Trust Assets upon the effective date of the Plan.

13. To the best of my knowledge and information, ASK neither holds nor represents any interest adverse to the Debtors. As the Litigation Trust Board is the successor in interest to these avoidance actions, I do not believe ASK's retention as special avoidance action counsel would disqualify our firm from representing the Litigation Designees in the prosecution of the Jointly Asserted Causes of Action. Given the nature of ASK's boutique bankruptcy practice specializing in the avoidance and recovery of preferences and fraudulent transfers, it is inevitable that the top forty (40) unsecured creditors, as well as other creditors and vendors of the Debtors, have been adverse not only to the Debtors in the Bankruptcy Case, but also adverse to prior debtors and liquidating trusts represented by ASK. Since the recoveries from the avoidance actions and Jointly Asserted Causes of Action will ultimately inure to the benefit of the Liquidation Trust Beneficiaries, our limited representation of these other debtors and liquidating trusts should not

present a conflict of interest herein.<sup>6</sup> Therefore, based upon information available to me, I believe that ASK is a “disinterested person” within the meaning of Bankruptcy Code section 101(14).

14. In preparing this Declaration, through my colleagues, I submitted to ASK’s computerized client and conflict database (the “Conflict Database”) the names set forth on a list of parties in interest identified by the Litigation Designees and additional parties identified by ASK, which included: (i) the Debtors and their affiliates; (ii) the Debtors’ trade names and aliases; (iii) a list of parties that were or who have knowledge of people who were shareholders of Sears Holdings Corporation (“SHC”) at or around the time of the Lands’ End Spin-Off and the Seritage Rights Offering (as such terms are defined in the Amended Complaint [ECF No. 52] filed in the Adversary Proceeding, Case No. 19-08250 (RDD) (the “Adversary Proceeding”)) that pose a conflict to ASK; (iv) named defendants in the Adversary Proceeding; (v) the Debtors’ professionals; (vi) the board of directors of SHC; (vii) a consolidated list of the holders of the five largest secured claims; (viii) the top 40 unsecured creditors; (ix) the members of the Creditors’ Committee and known professionals; (x) the U.S. Trustee’s office; (xi) New York Bankruptcy Judges and staff; (xii) the indenture trustees and entities related to the administration of the Debtors’ unsecured notes; (xiii) Cyrus Capital Partners, L.P., and its attorneys, Milbank. A copy of the list of the parties searched by ASK is annexed hereto as Schedule I (collectively, the “Searched Parties”).

15. The Conflict Database maintained by ASK is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged

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<sup>6</sup> ASK represents the Debtors’ Estate through the Restructuring Committee, composed solely of independent directors of Sears Holdings. While two of those members are named in the Amended Complaint in the Adversary Proceeding, these individuals are not clients of ASK. Moreover, ASK’s representation will not involve pursuing the causes of action in the Amended Complaint against these independent directors. To the extent necessary, ASK will wall itself off from any information that poses a conflict of interest.

and, in each instance, the identity of certain related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of ASK that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and related and adverse parties. Accordingly, ASK maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

### **Representation of Parties in Interest**

16. Set forth in **Schedule 2** annexed hereto is a listing of the Searched Parties from **Schedule 1** that ASK either (i) currently represents (or represents a related party thereto) (the “Current Clients”) in matters wholly unrelated to the chapter 11 cases, or (ii) in the past represented (or represented a related party thereto) in matters wholly unrelated to the chapter 11 cases. In connection with the services to be rendered to the Litigation Designees, ASK will not commence a cause of action against any Current Client with respect to the chapter 11 cases, unless ASK has received a waiver from the Current Client allowing ASK to commence such an action. In connection with the chapter 11 cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting ASK to participate in such action, the Litigation Designees will retain conflicts counsel to represent their interests in connection with such causes of action.

### **Connections with Parties Representing 1% or More of ASK’s Revenues for 2018 and 2019**

17. In connection with this Declaration, ASK reviewed the information for the years 2018 and 2019 relating to the parties involved in these chapter 11 cases to determine whether any

such party, together with its known related entities, were clients of ASK's and, as a result, made payments to ASK for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of ASK's total revenues for such calendar year.

18. With the exception of the parties described below, ASK's revenues for services rendered on behalf of each of the parties in interest identified in **Schedule 1** aggregate, with respect to each such party in interest, less than 1% of ASK's annual revenue in each of calendar year 2018 and 2019.

19. ASK currently represents the Debtors' estates. ASK's revenues for services rendered on behalf of the Debtors' estates totaled more than 1% of ASK's annual revenues in calendar year 2019.

#### **Other Connections and General Disclosures**

20. ASK performed general diligence to determine any connections beyond what is disclosed in the attached schedules. ASK may have represented in the past and/or currently may represent or in the future represent entities (other than parties in the attached schedules) not known currently to ASK in matters wholly unrelated to the chapter 11 cases who may be parties in interest in these cases. To the extent that ASK discovers any such information or needs to update the information disclosed herein, ASK will disclose such information by filing a supplemental declaration pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure.

21. In addition to the foregoing, after reasonable inquiry, I do not believe there is any connection between ASK and the U.S. Trustee or any person known by me to be employed as an attorney with the office of such U.S. Trustee.

22. It is possible that a professionally managed retirement plan on behalf of ASK employees or members of a 401(k) type plan may hold equity interests in or other securities of the Debtors, but it is unknown to me at this time.

**Compensation**

23. ASK will be compensated for professional services rendered to the Litigation Designees in accordance with the Confirmation Order, based on the hourly rates set forth below, plus reimbursement of actual necessary expenses and other charges incurred by ASK. The principal professionals designated to represent the Litigation Designees and their current standard rates are:

Senior Partners (incl. Joseph L. Steinfeld, Jr., Edward N. Neiger)	\$800.00
Partners (incl. Kara E. Casteel, Richard J. Reding)	\$675.00
Senior Associates	\$575.00
Junior Associates	\$500.00
Data Analyst (incl. Andrew Thibodeau, Quinten Kruszka)	\$375.00
Paralegal/Law Clerks (incl. Laurie Miskowiec, Jennifer Hepola)	\$300.00

24. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are ASK's standard rates for work of this nature. The rates are set at a level designed to provide appropriate compensation to ASK for the work of its professionals and paraprofessionals and to cover fixed and routine overhead expenses. It is ASK's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's matter. The expenses charged to clients include, among other things, reasonable expenses related to the importation of data, including the hiring of computer consultants to assist in the extraction of data; shipping costs of records; adversary, appellate, and other court filing fees; reasonable costs of pleading filing services; mediation fees; deposition expenses; cost to domesticate and collect out of state judgments; entity name/officer verifications at \$10.00 per entity; service of process (for writs, etc.); travel expenses, photocopying at 10 cents per page; postage; telephone charges; and witness fees and costs and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. ASK will charge the Litigation Designees

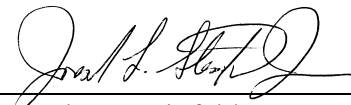


for these expenses in a manner and at rates consistent with charges made generally to ASK's other clients.

25. No representations or promises have been received by ASK nor by any partner, counsel or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and the Confirmation Order. ASK has no agreement with any other entity to share with such entity any compensation received by ASK in connection with these chapter 11 cases.

26. If, at any time during its employment by the Litigation Designees, ASK should discover any facts bearing on the matters described herein, ASK will supplement the information contained in this Declaration.

27. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.



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Joseph L. Steinfeld, Jr., Esq.  
Managing Partner, ASK LLP  
151 West 46<sup>th</sup> Street  
4<sup>th</sup> Floor  
New York, NY 10036

**Schedule 1**

**Schedule of Searched Parties**

**Debtors and Affiliates**

A&E Factory Service, LLC	Sears Buying Services, Inc.
A&E Home Delivery, LLC	Sears Development Co.
A&E Lawn & Garden, LLC	Sears Holdings Corporation
A&E Signature Service, LLC	Sears Holdings Management Corporation
Big Beaver of Florida Development, LLC	Sears Holdings Publishing Company, LLC
BlueLight.com, Inc.	Sears Home & Business Franchises, Inc.
California Builder Appliances, Inc.	Sears Home Improvement Products, Inc.
f BA Holdings Inc.	Sears Insurance Services, L.L.C
Florida Builder Appliances, Inc.	Sears Operations LLC
KBL Holding Inc.	Sears Procurment Services, Inc.
KLC, Inc.	Sears Protection Company
Kmart Corporation	Sears Protection Company (Florida), L.L.C.
Kmart Holding Corporation	Sears Protection Company (PR) Inc.
Kmart of Michigan, Inc.	Sears Roebuck Acceptance Corp.
Kmart of Washington LLC	Sears, Roebuck and Co.
Kmart Operations LLC	Sears, Roebuck de Puerto Rico, Inc.
Kmart Stores of Illinois LLC	ServiceLive, Inc.
Kmart Stores of Texas LLC	SHC Desert Springs, LLC
Kmart.com LLC	SHC Licensed Business LLC
Innovel Solutions, Inc.	SHC Promotions LLC
MaxServ, Inc.	SOE, Inc.
MyGofer LLC	StarWest, LLC
Private Brands, Ltd.	STI Merchandising, Inc.
Sears Brands Business Unit Corporation	SYW Relay LLC
Sears Brands Management Corporation	Troy Coolidge No. 13, LLC
Sears Brands, L.L.C.	Wally Labs LLC

**Debtors' Trade Names and Aliases (last 8 years):**

A&E Factory Service	Big Beaver of Caguas Development
Accents for Less	Corporation
American Siding & Deck, Inc.	Big Beaver of Caguas Development
American Windows & Sash, Inc.	Corporation II
Appliance Liquidators	Big Kmart
Austin Technology Center	Big Kmart (#3680)
Bath and Kitchen Elegance	California
Bath and Kitchen Elegance of the Desert	Center, Inc.
	Central Wholesale Appliance Supply, Inc.

Chantell Marketing  
Circle of Beauty Inc.  
Continental Carpet Cleaning, Inc.  
Delver  
Delver.com  
Designer Depot  
Eblon Technologies India Private Limited  
Evoke Productions  
FitStudio by Sears  
fLJ, Inc.  
Florida Builder Appliances, Inc.  
Garment Rack  
HDC Holding Company of Delaware, Inc.  
HO. Tampa Development Co.  
HO. Tysons Office Investment Co.  
Inc.  
JAF, Inc.  
KC Kelley Group  
Kenmore Direct  
Kids Stockroom  
Kmart  
Kmart Acquisition Corp.  
Kmart Apparel Corp.  
Kmart Apparel Fashions Corp.  
Kmart Apparel Leasing Corp.  
Kmart Apparel Service of Atlanta Corp.  
Kmart Apparel Service of Des Plaines Corp.  
Kmart Apparel Service of Sunnyvale Corp.  
Kmart Corporation  
Kmart Enterprises, Inc.  
Kmart Far East Limited  
Kmart Financing I  
Kmart Global Sourcing Ltd.  
Kmart Holding Company  
Kmart Holdings, Inc.  
Kmart Lessee Operations, LLC  
Kmart Management Corporation  
Kmart Michigan Property Services, L.L.C.  
Kmart of Amsterdam, NY Distribution  
Kmart of Pennsylvania LP  
Kmart Pharmacies of Minnesota, Inc.  
Kmart Pharmacies, Inc.  
Kmart Properties, Inc.  
Kmart Stores of Indiana, Inc.  
Kmart Stores of TNCP, Inc.  
KMI, Inc.

Kool vent Aluminum Products, Inc.  
Kresge - Kmart Limited  
Little Caesars  
Max Acquisition Delaware Inc.  
McKids  
McKidsThe Store  
McPhail's Appliances  
MetaScale Technologies India Private  
Limited  
Monark  
Monark Holdings Inc.  
Monark of California  
Monark Premium Appliance Co.  
Monark Premium Appliance Co. of  
Monark Premium Appliance Co. of Arizona  
MXSV, Inc.  
NTB - National Tire and Battery  
NTB-National Tire & Battery  
PMB, Inc.  
Prairie Buck I, Inc.  
Prairie Buck II, Inc.  
Print Procurement Company, LLC  
Print Production Company, LLC  
Private Brands, Ltd.  
Relay LLC  
Relay LLC  
San Diego Appliance Sales  
Sears  
Sears # 1284  
Sears Acquisition Corp.  
Sears Auto Center  
Sears Auto Center #6582  
Sears Auto Centers  
Sears Carpet and Upholstery Care, Inc.  
Sears Carpet and Upholstery Care, Inc.  
Sears Essentials  
Sears Grand  
Sears Grand # 1673  
Sears Holdings Management Corporation  
Sears Home Appliance Showrooms  
Sears Home Improvement Products (South),  
Sears Home Services  
Sears Home&Life  
Sears Lessee Operations, LLC  
Sears Logistics Services  
Sears Logistics Services, Inc.

Sears Merchandise Group  
Sears Merchandise Group, Inc.  
Sears New York Insurance Agency  
Sears New York Insurance Agency  
Sears Oklahoma Insurance Agency  
Sears Oklahoma Insurance Agency  
Sears Protection Company Inc.  
Sears Protection Company, Inc.  
Sears Technology Services LLC  
Sears, Roebuck de Mexico, S.A. de C.Y.  
Sears, Wishbook, Inc.  
ServiceLive Direct  
SHMC, Inc.  
Shop Your Way Local, LLC  
Shop Your Way Local, LLC  
shopyourway.com  
Sourcing and Technical Services, Inc.  
SRC Real Estate (TX), LLC  
SRCO.P. LLC

Standards of Excellence  
Standards of Excellence Outlet Store  
Super K  
Super Kmart  
SUPER KMART CENTER  
Super Kmart Center  
Texas Bluelight.com Inc.  
The Annex Restaurant  
The Great Indoors  
Tire Property Holding, Inc.  
Tri-Valley Crossings  
Troy CMBS Property, L.L.C.  
Westar Kitchen & Bath LLC  
Westar Kitchen and Bath  
Westar Kitchen and Bath, LLC  
Western Bluelight.com LLC  
WestStar Kitchen and Bath  
WestStar Kitchen and Bath LLC

**Parties that were shareholders of Sears Holdings Corporation (“SHC”) at or around the time of the Lands’ End Spin-Off and the Seritage Rights Offering**

ANDREW H. TISCH  
ANDREW H. TISCH 10/10/2014  
ANNUITY TRUST  
ANTIPODEAN DOMESTIC PARTNERS  
LP  
BARCLAYS CAPITAL INC AMM LBI  
BARCLAYS CAPITAL INC N-RTL  
BLACKROCK  
C.I.M. BANQUE  
CALIFORNIA PUBLIC EMPLOYEES'  
RETIREMENT SYSTEM (CALPERS)  
CIDX DOMESTIC CORE-391-  
CIDXCUSAP1 (P)  
CREDIT SUISSE (CH) 10% REGULAR  
CREDIT SUISSE (MONACO) SAM  
CREDIT SUISSE SECURITIES (USA)  
LLC  
CREDIT SUISSE(CH) 30% OR N DBA  
CREF DP1 DOMESTIC SHADOW-18039-  
CREDDP1AS (P) (RUSSELL 1000)  
CREF INDEX STRATEGIES - 1-393-  
CREFDUSAA (P)

D.E. SHAW ALL COUNTRY GLOBAL  
ALPHA EXTENSION PORTFOLIOS LLC  
D.E. SHAW ALL COUNTRY GLOBAL  
ALPHA PLUS SPECIAL FUND LP  
D.E. SHAW KALON PORTFOLIOS LLC  
D.E. SHAW OCULUS PORTFOLIOS LLC  
D.E. SHAW U.S. BROAD MARKET  
CORE ALPHA EXTENSION  
PORTFOLIOS LLC  
D.E. SHAW U.S. BROAD MARKET  
CORE ALPHA EXTENSION  
PORTFOLIOS LLC  
D.E. SHAW U.S. BROAD MARKET  
CORE ALPHA EXTENSION SPECIAL  
PORTFOLIOS II (MA) LLC  
D.E. SHAW U.S. BROAD MARKET  
CORE ALPHA PLUS SPECIAL FUND LP  
D.E. SHAW U.S. BROAD MARKET  
CORE ALPHA PLUS SPECIAL FUND LP  
D.E. SHAW U.S. LARGE CAP CORE  
ALPHA EXTENSION PORTFOLIOS LLC

D.E. SHAW VALENCE PORTFOLIOS  
LLC  
D.E. SHAW VALENCE PORTFOLIOS  
LLC  
D.E. SHAW WORLD ALPHA  
EXTENSION PORTFOLIOS LLC  
DANIEL R. TISCH  
DEKEL PARTNERS LP  
DELTA FUND  
DELTA SAPPHIRE FUND  
DELTA XN FUND  
DRT 1/14/14 ANNUITY TRUST  
DRT 12/5/13 ANNUITY TRUST  
FIDELITY  
FIDELITY EMM  
FIDELITY EXTENDED MARKET INDEX  
FUND (SPEMI)  
FIDELITY NASDAQ COMPOSITE  
INDEX FUND (NDXIF)  
FIDELITY NASDAQ COMPOSITE  
TRACKING STOCK (NDXTS)  
FIDELITY SERIES 1000 VALUE INDEX  
FUND (FROVI)  
FIDELITY TOTAL MARKET INDEX  
FUND (SPTMI)  
FINE OFFSHORE PARTNERS LP  
FINE PARTNERS I LP  
FIRST TRUST CONSUMER  
DISCRETIONARY ALPHADDEX® FUND  
FORCE CAPITAL MANAGEMENT LLC  
GABERT INTERNATIONAL CORP  
GF RADING LLC  
GLENDARROCH PROPERTIES LIMITED  
GLOBAL TARGETED VALUE FUND  
GOLDMAN SACHS & CO. PROFIT  
SHARING MASTER TRUST  
GOLDMAN SACHS, NY  
GOODHAVEN FUND  
GSO AIGUILLE DES GRANDS  
MONTETS FUND I LP  
GSO AIGUILLE DES GRANDS  
MONTETS FUND II LP  
GSO AIGUILLE DES GRANDS  
MONTETS FUND III LP  
GSO CACTUS CREDIT OPPORTUNITIES  
FUND LP

GSO COASTLINE CREDIT PARTNERS  
LP  
GSO CREDIT ALPHA TRADING  
(CAYMAN) LP  
GSO CREDIT-A PARTNERS LP  
GSO PALMETTO OPPORTUNISTIC  
INVESTMENT PARTNERS LP  
GSO SPECIAL SITUATIONS FUND LP  
GSO SPECIAL SITUATIONS MASTER  
FUND LP  
GSO SPECIAL SITUATIONS OVERSEAS  
FUND LTD  
GSO STEAMBOAT CREDIT  
OPPORTUNITIES MASTER FUND LP  
HAP TRADING LLC  
HBOS4 FINAL SALARY PENSION  
SCHEME  
HGA MULTI STRATEGY OFFSHORE  
HGA MULTI STRATEGY ONSHORE  
ICS OPPORTUNITIES LIMITED  
IMEQ DOMESTIC CORE-3008-  
IMEQCUSAP1 (P)  
IRISH GLOBAL SMALL COMPANIES  
FUND  
JAMES S. TISCH  
JEFFERIES GROUP - CONFIDENTIAL  
CLIENT 20  
JEFFERIES GROUP - CONFIDENTIAL  
CLIENT 21  
JHT 12/5/13 ANNUITY TRUST  
JHT INVESTMENT FUND #1  
JOHN HANCOCK FINANCIAL  
JOHN HANCOCK FUNDS II US MULTI  
SECTOR FUND  
JOHN HANCOCK TRUST US MULTI  
SECTOR TRUST  
KINGSTOWN PARTNERS II LP  
KINGSTOWN PARTNERS MASTER LTD  
KTOWN LP  
LOCKHEED MARTIN CORPORATION  
MASTER RETIREMENT  
LUMA CAPITAL S.A.-SPF  
LVIP DIMENSIONAL U.S. CORE  
EQUITY 1 FUND  
MAVERICK FUND II LIMITED  
MAVERICK FUND LDC

MAVERICK FUND USA LIMITED  
MAVERICK LONG ENHANCED FUND  
LIMITED  
MAVERICK NEUTRAL LEVERED FUND  
LIMITED  
MOST DIVERSIFIED PORTFOLIO SICAV  
- TOBAM ANTI-BENCHMARK GLOBAL  
EQUITY FUND  
MOST DIVERSIFIED PORTFOLIO SICAV  
- TOBAM ANTI-BENCHMARK US  
EQUITY FUND  
MOST DIVERSIFIED PORTFOLIO SICAV  
- TOBAM ANTI-BENCHMARK WORLD  
EQUITY FUND  
NACC1 DOMESTIC EQUITIES  
NACC1 DOMESTIC ISHARES 405  
NACC1 GLOBAL ISHARES 404  
NJAA WEALTH MGMT SERVICES  
NOGA PARTNERS LP  
NORGES BANK/NORGES BANK  
INVESTMENT MANAGEMENT  
OMEGA CAPITAL INVESTORS LP  
OMEGA CAPITAL PARTNERS LP  
OMEGA CHARITABLE PARTNERSHIP  
LP  
OMEGA EQUITY INVESTORS LP  
OMEGA OVERSEAS PARTNERS LTD  
ORI UZIEL  
OZ GROUP  
POLDEN INVESTMENTS LTD  
PRESCOTT GENERAL PARTNERS LLC  
QIT2 IE DFA CORE MANDATE  
RIEF RMP LLC  
RIEF TRADING LLC  
SAC CAPITAL ASSOCIATES LLC-ROSE  
SAC CAPITAL ASSOCIATES-SCHW  
SCHWAB 1000 INDEX FUND  
SCHWAB FUNDAMENTAL U.S. LARGE  
COMPANY INDEX ETF  
SCHWAB FUNDAMENTAL U.S. LARGE  
COMPANY INDEX FUND  
SCHWAB TOTAL STOCK MARKET  
INDEX FUND  
SCHWAB U.S. BROAD MARKET ETF  
SCHWAB U.S. MID-CAP ETF  
SCHWAB U.S. SMALL-CAP ETF

SCULPTOR GROUP  
SICAV STATE STREET BANQ, PARIS  
SSGA  
SSGA POOLING - BANK OF IRELAND  
SSGA SMALL/MID-CAP STOCK INDEX  
STATE EXPRESS GROUP LIMITED  
STATE OF WISCONSIN INVESTMENT  
BOARD  
STATE STREET BANK & TRUST  
COMPANY  
STATE STREET GLOBAL ADVISORS  
SUSQUEHANNA FINANCIAL GROUP  
LLLP  
SUSQUEHANNA FUNDAMENTAL  
INVESTMENTS LLC  
SUSQUEHANNA SECURITIES, LLC  
T. ROWE PRICE ASSOCIATES  
T.A. U.S. CORE EQUITY 2 PORTFOLIO  
TAPUZ PARTNERS LP  
TAX-MANAGED U.S. MARKETWIDE  
VALUE SERIES  
THE PARADIGM FUND  
THOMAS J. TISCH 1994 ISSUE TR  
TIAA-CREF  
U.S. CORE EQUITY 1 PORTFOLIO  
U.S. CORE EQUITY 2 PORTFOLIO  
U.S. LARGE CAP VALUE SERIES  
U.S. TARGETED VALUE PORTFOLIO  
U.S. VECTOR EQUITY PORTFOLIO  
VANGAURD FUNDS  
VANGUARD CONSUMER  
DISCRETIONARY INDEX FUND  
VANGUARD EXTENDED MARKET  
INDEX FUND  
VANGUARD FIDUCIARY TRUST  
COMPANY TOTAL STOCK MARKET  
INDEX TRUST  
VANGUARD INSTITUTIONAL TOTAL  
STOCK MARKET INDEX FUND  
VANGUARD LARGE-CAP INDEX FUND  
VANGUARD MID-CAP INDEX FUND  
VANGUARD VALUE INDEX FUND  
WELLSTAR HEALTH SYSTEM  
OPERATING RESERVE  
WELLSTAR HEALTH SYSTEM  
RETIREMENT PLAN

XLCV DOMESTIC CORE-4227-  
XLCVCUSAP1 (P)

**Parties that have knowledge of people who were shareholders of SHC at or around the time of the Lands' End Spin-Off and the Seritage Rights Offering**

Antipodean Advisors LLC  
AQR Capital Management LLC  
Bank of America  
Bank of NY Mellon  
Barclays  
Blackrock Inc  
Blackstone Group  
Brown Brothers  
CalPERS  
Charles Schwab  
Citibank  
Comerica Bank  
Computershare  
CREDIT SUISSE  
CSS LCC  
D.E. Shaw  
Dimensional Fund  
Fine Capital  
First Trust Advisors  
Force Capital  
Geode Capital Management  
Goldman, Sachs & Co.  
Goodhaven Capital  
Grantham Mayo  
HAP Trading  
Horizon Kinetics  
Interactive Brokers

Jefferies LLC  
JP Morgan Chase  
Kingstown Capital  
Lockheed Martin  
Morgan Stanley  
National Financial Service (Fidelity)  
Norges Bank  
Northern Trust  
Omega Advisors  
Prescott GP  
Raymond James  
RBC Wealth  
Renaissance Technologies  
State of Wisconsin Investment Board  
State Street Global Advisors  
Susquehanna International Group  
Teachers Insurance and Annuity Assoc. of America (TIAA)  
The Depository Trust & Clearing Corporation  
TOBAM North America  
U.S. Bank  
UBS Asset Management  
UMB Financial  
USAA Investment Management  
Vanguard  
Wells Fargo

**Named Defendants in the Adversary Proceeding**

ANN N. REESE  
BENEFIT STREET 2018, LLC  
Bruce Berkowitz  
CANARY SC FUND, LP  
CANARY SC MASTER FUND, LP  
CASCADE INVESTMENTS, LLC  
Cesar L. Alvarez  
CMH VI, LP  
CRESCENT 1, LP

CRS MASTER FUND, LP  
CUSHMAN & WAKEFIELD, Inc.  
CYR FUND, LP  
CYRUS 1740 MASTER FUND, LP  
CYRUS CAPITAL PARTNERS, LP  
CYRUS OPPORTUNITIES MASTER FUND II, LTD.  
CYRUS SELECT OPPORTUNITIES MASTER FUND, LTD.

CYRUS SPECIAL STRATEGIES  
MASTER FUND, LP  
DAVE RODNEY  
DUFF & PHELPS, llc  
ESL Institutional Partners LP  
ESL Investors, LLC  
Fairholme Capital Management, LLC  
FAIRHOLME FUNDS, INC.  
JOSEPH JORDAN  
JPP II LLC  
JPP LLC  
Kunal Kamalani  
LAWRENCE MEERSCHAERT  
LEENA MUNJAL  
PAUL G. DEPODESTA  
ROBERT RIECKER  
ROBERT SCHRIESHEIM  
SCOTT HUCKINS  
Seritage Growth Properties, Inc.

Seritage Growth Properties, LP  
SERITAGE GS HOLDINGS LLC  
Seritage kmt finance llc  
Seritage kmt MEZZANINE finance llc  
Seritage ms holdings llc  
SERITAGE SPS HOLDINGS LLC  
Seritage SRC MEZZANINE Finance LLC  
Steven Mnuchin  
Thomas J. Tisch  
WILLIAM C. KUNKLER III  
CRK Partners LLC  
EDWARD SCOTT “EDDIE” LAMPERT  
ESL INVESTMENTS, INC.  
ESL Partners LP  
RBS Investment Management LLC  
RBS Partners LP  
Seritage SRC Finance LLC  
SPE I Partners LP  
SPE Master I LP

#### **Bankruptcy Professionals**

Alvarez & Marsal North America, LLC  
Deloitte & Touche LLP  
Evercore Group L.L.C.  
FTI Consulting, Inc  
Lazard Freres & Company  
M-111 Advisory Partners, LP

Paul, Weiss, Ritkind, Wharton & Garrison  
LLP  
Prime Clerk LLC  
Wachtell, Lipton, Rosen & Katz  
Weil, Gotshal & Manges LLP

#### **Board of directors of SHC**

Berkowitz, Bruce R  
DePodesta, Paul G  
Kamlani, Kuna) S  
Kunkler, William C

Lampert, Edward S  
Reese, Ann N.  
Tisch, Thomas J

#### **Consolidated list of the holders of the five largest secured claims**

Bank of America, N .A.  
Computersbare Trust Company N.A.  
JPP, II L.L.C.C/0 ESL

JPP, LLC  
Wells Fargo, National Association



### **Top 40 unsecured creditors**

Active Media Services Inc.  
Apex Tool International LLC  
Automotive Rentals Inc.  
Black & Decker US Inc.  
BST International Fashion Limited  
Cardinal Health  
Chamberlain manufacturing Corp.  
City Choice Limited  
Cleva Hong Kong Ltd.  
Computershare Trust Company, N.A.  
Computershare Trust Company, N.A.  
Corporate Trust Office of the Trustee,  
Coyote  
Deloitte & Touche LLP  
Eastern Prime Textile Limited  
Electrolux (Frigidaire Company)  
Feroza Garments Ltd.  
Hanesbrands Inc.  
HK Greatstar Int'l Co. Ltd.  
Holdings Unsecured Notes (8.00%) c/o  
Holdings Unsecured PIK Notes (8.00%) c/o  
International Business Machine

Jeon Health and Fitness inc.  
Jordache Limited  
Knights Apparel Inc.  
LG Electronics USA Inc.  
Mien Co, Ltd.  
MKK Enterprises Corp.  
MTD Products Inc.  
Paco (China) Garment Ltd.  
Procter & Gamble Distributing  
SITEL  
SRAC Medium Term Notes c/o The Bank of  
SRAC Unsecured Notes c/o The Bank of  
SRAC Unsecured PIK Notes c/o The Bank  
Tata Consultancy Services Ltd.  
Thanh Cong Textile Garment Investment  
The Pension Benefit Guaranty Corporation  
TJ Tianxing Kesheng Leather Products Co  
Trading Joint Stock Company  
Weihai Lianqiao International Cooperation  
Whirlpool Corporation  
WiniaDaewoo Electronics America  
Winners Industry Company Limited

### **Members of the Creditors' Committee**

Apex Tool Group  
Brixmor Property Group Inc.  
Computershare Trust Co.  
Cruz, Oswaldo  
Simon Property Group

The Bank of New York Mellon  
The Pension Benefit Guaranty Corporation  
Vasiliou, Basil  
Winia Daewoo Electronics America

### **Committee Professionals**

Akin Gump.  
FTI Consulting, Inc.  
Houlihan Lokey, Inc.

### **U.S. Trustee's Office**

Abriano, Victor (Bankruptcy Analyst)  
Arbeit, Susan (Trial Attorney)

Bankruptcy/QA)  
Cassara, Amanda (Paralegal Bankruptcy)

Catapano, Maria (Paralegal Specialist)  
Choy, Danny A. (Bankruptcy Analyst)  
Harrington, William K. (U.S. Trustee)  
Higgins, Benjamin J. (Honors Trial Attorney)  
Joseph, Nadkarni (Bankruptcy Analyst)  
Masumoto, Brian S. (Trial Attorney)  
Mendoza, Ercilia A. (Legal Assistant)  
Moroney, Mary V. (Bankruptcy Analyst)  
Morrissey, Richard C. (Trial Attorney)

Ng, Cheuk M. (Auditor Bankruptcy)  
Riffkin, Linda A. (Assistant U.S. Trustee)  
Rodriguez, Ilusion (Paralegal Specialist)  
Schwartz, Andrea B. (Trial Attorney)  
Schwartzberg, Paul K. (Trial Attorney)  
Scott, Shannon (Trial Attorney)  
Sharp, Sylvester (Bankruptcy Analyst)  
Velez-Rivera, Andy (Trial Attorney)  
White, Clifford J. (Director U.S. Trustee)  
Zipes, Greg M. (Trial Attorney)

#### **New York Bankruptcy Judges and staff**

Andino, Eddie (Chief Deputy)  
Bernstein, Stuart M. (Judge)  
Chapman, Shelley C. (Judge)  
Correa, Grimalda (Project/Team Leader)  
Daniele, Salvatore (Law Clerk)  
DiSalvo, Rosemary (Law Clerk)  
Drain, Robert D. (Judge)  
Garrity, James L. (Judge)  
Wiles, Michael E. (Judge)

Genna, Vito (Clerk of Court)  
Glenn, Martin (Judge)  
Grossman, Robert E. (Judge)  
Lane, Sean H. (Judge)  
Li, Dorothy (Courtroom Deputy)  
Morris, Cecelia G. (Judge)  
Song, Justin (Law Clerk)  
Vyskocil, Mary Kay (Judge)

#### **Indenture trustees and entities related to the administration of the Debtors' unsecured notes**

Ally Bank  
Bank of America Securities LLC  
Bank of America Merrill Lynch  
Bank of America, N.A.  
Barclays Capital Inc.  
BNY Midwest Trust Company  
Citigroup Global Markets Inc.  
Deutsche Bank Securities Inc.

Goldman, Sachs & Co.  
Merrill Lynch, Pierce, Fenner & Smith  
PNC Bank, National Association  
Siemens Financial Services, Inc.  
Wells Fargo Bank, National Association  
Wells Fargo Securities, LLC

#### **Cyrus Capital Partners, L.P., and its attorneys, Milbank**

Cyrus Capital Partners, L.P.  
Milbank

**Schedule 2**

**Schedule of Searched Parties and/or Certain Related Parties that ASK  
Currently Represents, or in the Past Represented, in Matters  
Unrelated to these Chapter 11 Cases**

(none)

